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Electronically Filed - March 1, 2007

Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

—ooOoo—

In re:
USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS,
LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11
Hearing Date: March 1, 2007
Hearing Time: 9:30 a.m.

In re:
USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

Debtor.

**DECLARATION OF ROBERT B.
BENDER IN SUPPORT OF MOTION
FOR LIMITED STAY PENDING
APPEAL**

In re:
USA FIRST TRUST DEED FUND, LLC,

Debtor.

In re: USA SECURITIES, LLC,
Debtor.

Affects: All Debtors

I, Robert B Bender

, being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan summary statement which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007

IRA

Robert B. Bender Legal Vesting Name with wife joint title
with rights of survivorship

Robert B Bender

By: Robert B Bender
Name

declaration

USA Commercial Mortgage Company
as Loan Servicing Agent for Loans Listed Below

Check Statement for December 1, 2006 through December 31, 2006

Account ID: 6201

Robert B. Bender & Paula S. Bender, husband & wife, as joint tenants with right of survivorship

733 Champagne Rd
Incline Village, Nv 89451-8000

Loan Name	Principal Received in Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received in Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor
Bay Pompano Beach	\$0.00	\$0.00	\$0.00	\$172.99	\$172.99
Foxhill 216, LLC	\$0.00	\$0.00	\$0.00	\$1.67	\$1.67
J. Jireh's Corporation	\$0.00	\$0.00	\$0.00	\$1,592.34	\$1,592.34
Margarita Annex	\$0.00	\$0.00	\$0.00	(\$2,583.91)	(\$2,583.91)
Ocean Atlantic	\$0.00	\$0.00	\$0.00	\$858.74	\$858.74
Slade Development	\$0.00	\$0.00	\$0.00	\$19.68	\$19.68
Standard Property Development	\$0.00	\$0.00	\$0.00	(\$61.51)	(\$61.51)
	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Prior Period Holdback:					
				Uncollected Amount	(\$1,689.06)
Court Required Holdbacks:					
				Collection Costs	(\$28.84)
				Prepetition Receipts	(\$3,028.73)
				Net Check Amount	(\$4,746.63)

The current period is the period covered by the statement.

The prior period reflects the amounts netted or held back post-petition.

This statement is provided for information purposes only and is intended for the sole benefit of the named vested party.

This statement is not intended to represent a loan payoff quote.

USACM reserves the right to update and supplement this statement.

THIS STATEMENT REFLECTS THE STATUS THROUGH DECEMBER 31, 2006

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**ROBERT B. BENDER****Account #: 9904008****Account Detail On: 12/31/2006**

		Shares	Unit Price	Cost	Market Value
Cash	% of Portfolio: 0.00%				
Cash				0.00	0.00
Other					
Real Estate	% of Portfolio: 36.43%				
Meadow Creek Partners LLC		175,000.00	1.0000	175,000.00	175,000.00
Tax Free					
Money Market - Tax Exempt	% of Portfolio: 63.57%				
Money Market		305,420.75	1.0000	305,420.75	305,420.75
	Grand Total	<u>480,420.75</u>		<u>480,420.75</u>	<u>480,420.75</u>

INVESTMENT PRODUCTS: NOT FDIC INSURED * NO BANK GUARANTEE * MAY LOSE VALUE



ROBERT B. BENDER

Account #: 9904008

Transactions Listing: 10/01/2006 to 12/31/2006

Cash Receipts

Posted	Dividend - Tax Free	Income Cash	Principal Cash
10/02/2006	Dividend - Tax Free of Money Market	0.00	250.21
11/01/2006	Dividend - Tax Free of Money Market	0.00	258.75
12/01/2006	Dividend - Tax Free of Money Market	0.00	250.62
12/29/2006	Dividend - Tax Free of Money Market	0.00	242.47
	Dividend - Tax Free Total	0.00	1,002.05

Money Market Activity

	Income Cash	Principal Cash
Purchase	0.00	-1,002.05